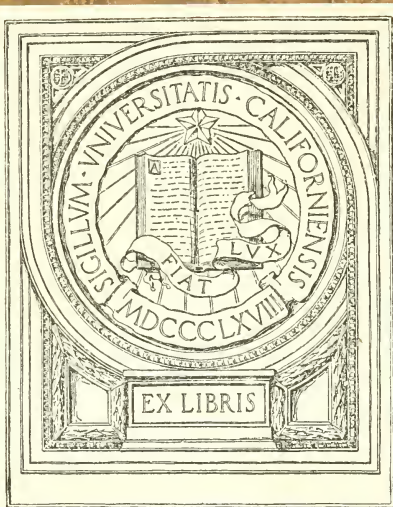


Pacific scientific institution. Charter...

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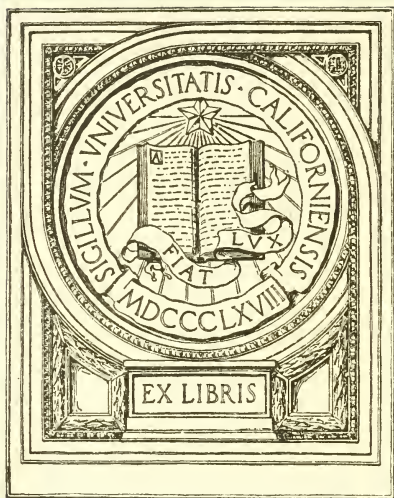
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Pacific Scientific Institution

CHARTER OF INCORPORATION AND BY-LAWS

SPECIAL SERIES NO. 1

Honolulu, T. H. ♣ December
Nineteen Hundred and Seven



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PACIFIC SCIENTIFIC INSTITUTION

Charter of Incorporation
and By-Laws



Special Series No. 1



1907
Mercantile Printing Company, Ltd.
Honolulu, T. H.



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Charter of Incorporation
— OF —
Pacific Scientific Institution

TO WHOM THESE PRESENTS SHALL COME:

I, A. J. CAMPBELL, Treasurer of the Territory of Hawaii;
SEND GREETING:

WHEREAS, F. C. Atherton, W. A. Bryan, J. B. Castle, C. H. Cooke, H. E. Cooper, T. C. Davies, W. F. Frear, A. F. Griffiths, P. L. Horne, F. J. Lowrey, W. Pfotenhauer, M. P. Robinson, W. O. Smith, L. A. Thurston and R. H. Trent, all of Honolulu, County of Oahu and Territory of Hawaii, did on the 19th day of November A. D. 1907, file a petition with the accompanying certificate in accordance with the requirements and provisions of law praying for the incorporation of themselves, their associates and successors under the name of PACIFIC SCIENTIFIC INSTITUTION for the purpose of carrying out the objects in said petition set forth.

NOW THEREFORE, know ye that pursuant to the tenor of said petition and by and with the consent of the Governor of the Territory of Hawaii, I do hereby make, constitute and appoint the said F. C. Atherton, W. A. Bryan, J. B. Castle, C. H. Cooke, H. E. Cooper, T. C. Davies, W. F. Frear, A. F. Griffiths, P. L. Horne, F. J. Lowrey, W. Pfotenhauer, M. P. Robinson, W. O. Smith, L. A. Thurston, and R. H. Trent, and their associates and successors, a body corporate for the term of fifty (50) years from the date of these presents under the corporate name and style of PACIFIC SCIENTIFIC INSTITUTION to have succession by its corporate name for the said period of fifty (50) years, with the powers limitations and restrictions herein contained, and subject to all general laws now or hereafter to be enacted relating to corporations in said Territory.

I

To sue and be sued, implead and be impleaded in such name and in all courts.

II

To make and use a common seal and the same to break and alter at its pleasure.

III

The object of the corporation shall be to encourage in the broadest sense and most liberal manner, investigation, research and discovery in the Pacific Ocean, and to make application of knowledge thereof to the improvement of mankind; and in particular:

(a) To conduct, endow and assist investigation in any department of science and to this end to cooperate with governments, universities, colleges, technical schools, corporations, learned societies, organizations and individuals.

(b) To appoint committees and experts to direct special lines of research.

(c) To publish and distribute documents.

(d) To conduct lectures, hold meetings and acquire and maintain a library.

(e) To purchase or otherwise acquire and hold, and to dispose of property, real, personal and mixed, not to exceed in value at any one time the sum of ten million (\$10,000,000) dollars, and to lease or rent such property, and to construct such buildings, vessels and equipment as may be deemed necessary or convenient to carry on the work of the corporation.

(f) In general to do and perform all things necessary, incidental or convenient to promote the objects of the Institution, and to prosecute ethnographical, biological and general scientific surveys of the Pacific Ocean, and to amplify, apply and publish the results of such surveys, during the first fifteen years of the corporate life of the Institution, or until said work shall have been substantially accomplished.

The Trustees herein appointed and their successors are hereby provided with full power to modify, from time to time, the conditions and regulations under which any work shall be carried on, so as to secure the application of the funds in the manner best adapted to the conditions of the times.

IV

The location of the principal offices of the corporation shall be at Honolulu, on the Island of Oahu, in the Territory of Hawaii; and the cor-

poration may have such offices elsewhere as its Trustees may deem requisite or convenient.

V

The direction and control of the entire business and affairs of the institution, and the management and disposition of its property and interests, shall be vested in a Board of Trustees to consist of fifteen members, which Board shall initially consist of the said F. C. Atherton, W. A. Bryan, J. B. Castle, C. H. Cooke, H. E. Cooper, T. C. Davies, W. F. Frear, A. F. Griffiths, P. L. Horne, F. J. Lowrey, W. Pfotenhauer, M. P. Robinson, W. O. Smith, L. A. Thurston and R. H. Trent. Provided that the number of Trustees of the Institution may from time to time be increased by two-thirds (2-3) vote of the Trustees to not more than twenty one members, or reduced by a like vote to not less than seven members by non-fulfillment of vacancies, or as the by-laws shall prescribe.

Vacancies may be filled by the remaining Trustees in such a manner as the by-laws may prescribe.

The Chairman, Vice Chairman, Secretary and Treasurer of the Board, and the President or chief administrative officer of the Institution shall be members of the Board of Trustees.

VI

The Board of Trustees shall have full power and authority to take, hold and administer all funds, property and securities that may at any time be given, devised or bequeathed or entrusted to them, in any manner and to any extent, for the purposes of the Institution; to appoint such officers, agents and employes as may be deemed necessary in carrying on the business of the corporation, with such powers and with such salaries or with such remuneration as they may deem proper; to adopt by-laws and from time to time to amend the same; and otherwise to prescribe such regulations and rules as may be necessary or convenient for the transaction of the business of the corporation; to delegate from time to time all or certain of such powers and under such conditions, as may be prescribed by the by-laws; to deal with and expend the income of the corporation in such manner as in their judgment will best promote the objects herein set forth; to award such diplomas and medals for such purposes and in such manner as the by-laws provide; and in general, to have and to use all powers and authority necessary to promote such objects and carry out the purposes of the Institution or any of them.

The Trustees shall have further power, from time to time to hold as investments such property as may be transferred to them by any person, persons or corporations, and to invest and reinvest any sum or amounts from time to time in such securities and in such form and manner as are permitted to trustees or to charitable or literary corporations for investment, or in such securities as are authorized for investment by any deed of gift or trust or last will and testament which may be hereafter made or executed, whereunder such funds are held.

VII

The corporation may take, hold and use, any gifts, grants, devises or bequests which may be made in support of the purposes of the said Institution; and subject to the terms, and conditions of the respective gifts, grants, devises and bequests may include in the expenses thereof the necessary expenses which the Trustees may have incurred in attending meetings or otherwise in carrying out the business of the trust, but the services of the Trustees, as such, shall be gratuitous.

VIII

The Board of Trustees may, from time to time, bind the corporation to make special statements of the affairs of the Institution or any of its departments to corporations, institutions or persons designated by any deed of trust or last will and testament to receive such reports on behalf of the donor, and they may further obligate the corporation to administer and expend the principal or income from any gift of funds or securities assigned or provided by any donor for the benefit of the Institution, though held in the custody of any other corporation, institution or person as required by the terms of such donation.

IX

As soon as may be possible after this instrument shall have been duly signed and sealed, a meeting of the Trustees hereinabove named shall be called by said F. C. Atherton, W. A. Bryan, J. B. Castle, C. H. Cooke, and H. E. Cooper, or any three of them, at the city of Honolulu, in the Territory of Hawaii, by notice served in person or by mail addressed to each Trustee at his place of residence; and the Trustees shall organize and proceed to adopt by-laws, elect officers and appoint committees, and to generally organize the corporation.

X

Upon dissolution of the corporation, the Trustees appointed to settle its affairs may permanently endow singly or collectively any one or more of the various institutions, organizations or branches of research, which the Pacific Scientific Institution shall have created, or any other scientific institution which may be at that time existing, and transfer to such organizations all or any part of the trust funds or property in their possession which may be available for such purpose or purposes.

XI

In recognition of the endowments of funds, securities, property, real and personal, of whatever nature, given in trust to the institution for the forwarding of its objects, by deed of trust or otherwise, the Trustees are empowered to recognise the following classes of contributors, namely; (1) Founders, (2) Benefactors, (3) Endowers, (4) Patrons, (5) Contributors, and such other classes as they may from time to time deem wise, according to requirements and conditions which they shall set forth in the by-laws of the Institution.

XII

Notices of the election of officers and copies of the by-laws and all amendments thereto shall be forthwith filed in the office of the Treasurer of the Territory of Hawaii.

XIII

Notices to and processes upon the corporation may be served upon the President of the Institution or the Chairman, Secretary or Treasurer of the Board of Trustees, and such service shall be deemed sufficient service upon the corporation.

XIV

No power is granted by these presents to said corporation to have or issue shares of capital stock nor to declare dividends.

IN WITNESS WHEREOF I have hereunto set my hand and caused the official seal of my office to be hereunto affixed this 11th day of December, A. D. 1907.

A. J. CAMPBELL,

Treasurer of the Territory of Hawaii.

I hereby consent to the granting of the foregoing charter of Incorporation.

E. A. MOTT-SMITH,

Acting Governor of the Territory of Hawaii.

By-Laws of the Institution

ARTICLE I.

THE TRUSTEES

1. The Board of Trustees shall consist of fifteen members with power to increase its membership to not more than twenty-one or to reduce its number to not less than seven. Provided, however, that a two-thirds ($\frac{2}{3}$) vote of the full Board shall be necessary to effect an increase or decrease in the number of members of the Board of Trustees. The reduction of the number of Trustees may be effected by not filling vacancies or otherwise, in such manner as the Board may from time to time determine. The Trustees shall hold office continuously and not for a stated term.

2. In case any Trustee shall fail to attend three successive annual meetings of the Board, he shall thereupon cease to be a Trustee.

3. If any Trustee shall be continuously absent from the Territory of Hawaii for a period of six months without an especial commission from the Board of Trustees, the Board shall have power to declare his office vacant.

4. The place in the Board occupied by any Trustee absent from the Island of Oahu for a period of six months or more, may be temporarily filled by the Board of Trustees.

5. No Trustee shall receive any compensation for his services as such.

6. All vacancies in the Board of Trustees shall be filled by the Trustees by ballot. No person shall be elected a Trustee who shall not have been nominated at a preceding meeting, except by the unanimous consent of the members present at the meeting.

7. A majority of the members of the Board of Trustees shall constitute a quorum. Less than a quorum, however, may fill vacancies in the Board of Trustees or transact current business by the unanimous consent of the members present, provided always, that there is not a quorum of the Board on the Island of Oahu at the time the meeting is held.

8. The Board shall have power to act by written resolution without meeting, except as otherwise required by these by-laws with respect to called meetings of the Board, in the following manner. A resolution in wri-

ting signed by not less than a majority of the Board and filed with the Secretary for record upon the corporate books shall be deemed to be the action of the Board, to the effect therein expressed with the same force and effect as if the same had been duly passed at a duly convened meeting, and it shall be the duty of the Secretary to record such resolution in the minute book of the Corporation under its proper date; provided that such resolution shall have been submitted to each trustee on the Island of Oahu, and such fact certified to by the Secretary, together with a statement as to why a meeting was not held.

9. Every Trustee shall be entitled to vote upon any question not involving his personal or pecuniary interests, whether or not he be acting as a presiding officer.

10. Any Trustee may be removed from office by a two-thirds vote of the full Board.

ARTICLE II

MEETINGS

1. The annual meetings of the Board of Trustees shall be held in Honolulu, in the Territory of Hawaii, during the month of December, on such day as the President, or, in his absence, the Chairman of the Board of Trustees, may determine.

2. Quarterly meetings of the Board shall be held on the first Tuesday in each March, June and September, unless otherwise ordered.

3. Written notice of annual and quarterly meetings of the Trustees, giving time and place of the meeting, shall be mailed by the Secretary to each Trustee to his usual address, at least five days previous to the date of the meeting.

4. Special meetings of the Board may be called by the President and any two Trustees by notice served personally upon, or mailed to the usual address of, each Trustee twenty-four hours prior to the time of meeting. Moreover, special meetings may be called in the same manner by the Chairman of the Board upon the written request of three other members of the Board.

ARTICLE III

OFFICERS OF THE BOARD

1. The officers of the Board shall be a Chairman of the Board, a Vice Chairman, a Secretary and a Treasurer, who shall be elected from

the members of the Board by ballot, to serve for a term of one year. All vacancies shall be filled by the Board for the unexpired terms; provided, however, that the Executive Committee shall have power to fill a vacancy in the office of Secretary, to serve until the next meeting of the Board of Trustees.

2. The Chairman shall preside at all meetings and shall have the usual powers of a presiding officer.

3. In the absence or disability of the Chairman, the Vice-Chairman shall perform his duties.

4. The Secretary shall issue notices of meetings of the Board, record its transactions and transact that part of the correspondence relating to the Board and to his duties as Secretary, and shall perform such other similar duties as the Board or any of its committees may direct. He shall jointly with the Chairman of the Board execute all deeds, contracts, or other instruments on behalf of the Corporation when duly authorized. He shall have custody of the seal of the Corporation, and shall affix the same whenever authorized to do so by the Board of Trustees, or by the Executive Committee, or by the Finance Committee.

5. The Treasurer shall be Chairman of the Finance Committee and shall, subject to the approval of the Finance Committee, receive, collect and have custody of all funds and evidences of property belonging to the Corporation. He shall pay all bills or amounts as ordered by the Trustees or by the Executive Committee and shall report to the Trustees at their annual meetings, and moreover, to the Board and to the Executive Committee at any of their special meetings when so required. He shall keep all moneys and securities in his charge in banks or trust companies, to be approved by the Board of Trustees or by the Executive Committee. He shall keep the books of the Corporation at all times open to the inspection of the Trustees.

ARTICLE IV

COMMITTEES OF THE BOARD

1. There shall be two standing committees—the Executive Committee and the Finance Committee, which shall hold office for one year or until their successors are elected.

2. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, the President of the Institution *ex-officio* and any additional Trustees that the Board may elect to serve on the Committee. The additional members shall be elected by the Board by ballot at the annual or quarterly meetings of the Board, to serve one year and shall be eligible to re-election. Any member elected to fill a vacancy shall serve for the remainder of his predecessor's term.

3. The Executive Committee shall, when the Board is not in session and has not given specific directions, have general control of the Institution, including general supervision of all arrangements for administration and research, especially in matters which, when undertaken or promoted by the Institution, will affect the policy, precedence or finances of the Institution, as a whole. They shall appoint advisory and special committees for specific duties; shall determine all payments and salaries; and shall keep a written record of all transactions and expenditures and submit the same to the Board of Trustees at each meeting, and at the annual meeting shall submit to the Board a report for publication.

4. The Executive Committee shall have general charge and control of all appropriations made by the Board, and shall have the full powers of the Board of Trustees when the Board is not in session, and may delegate their powers subject to the approval of the Board.

5. The Finance Committee shall consist of the Treasurer and two members of the Board, to be elected by the Trustees by ballot for a term of one year, and all members of the Committee shall be eligible to re-election.

6. The Finance Committee shall have general charge of the investments, funds and valuable documents of the Corporation, and shall care for and dispose of the same, subject to the direction of the Board and the Executive Committee and in accordance with conditions which may be imposed by contributors or donors. It shall consider and recommend to the Board of Trustees such measures as in its opinion will promote the financial interests of the Institution, and shall make annual reports to the Board and special reports when the Board or the Executive Committee may require.

7. All vacancies occurring in the Executive or Finance Committees may be filled by the Trustees.

ARTICLE V

EXECUTIVE ADMINISTRATION

THE PRESIDENT

1. There shall be a President who shall be elected by ballot by, and to hold office during the pleasure of, the Board, who shall be the chief executive officer of the Institution. The President, subject to the control of the Board of Trustees or the Executive Committee, shall have general charge of all matters of administration and supervision of all arrangements for research, exploration or other work undertaken or promoted by the Institution. He shall devote his entire time to the affairs of the Institution unless otherwise privileged by the Executive Committee. He shall prepare and submit to the Board of Trustees or to the Executive Committee plans and suggestions for the work of the Institution, and shall present his plans in each case to the Executive Committee for decision. He shall conduct the general correspondence of the Institution, including the correspondence with the advisers of the Institution, and shall have general supervision of all subordinate officers, assistants, students and employes, with power to appoint and dismiss the same. All plans, proposals, contracts, requests or similar matters bearing on the work or administration of the Institution, shall be referred to the President for consideration and report. He shall be *ex-officio* a member of the Board of Trustees and of the Executive Committee.

2. He shall be the legal custodian of all property of the Institution, the care of which is not otherwise provided for. He shall cause to be kept accurate accounts of all moneys received and disbursements made by him under the direction of the Board and of the Executive Committee. He shall submit to the Board of Trustees, not later than the first day of December of each year, a written report of the operations and business of the Institution for the preceding fiscal year, with his general plans and recommendations for the succeeding fiscal year.

3. He shall attend all meetings of the Board of Trustees unless excused by the Board.

ARTICLE VI

FINANCIAL ADMINISTRATION

1. The fiscal year of the Institution shall commence December first in each year.

2. No expenditure shall be authorized or made except in pursuance of a previous appropriation of the Board of Trustees.

3. The Chairman of the Board, at least two weeks prior to the annual meeting of the Trustees, shall each year cause the accounts of the Institution to be audited by a skilled accountant, not a member of the Corporation, to be appointed by him.

4. The Chairman of the Board shall submit to the annual meeting of the Board a full statement of the finances of the Institution as shown by the report of the Treasurer, and also a detailed estimate of the expenditures and appropriations for the succeeding year.

5. The Board of Trustees at the annual meeting shall each year make general appropriations for the ensuing year, but nothing contained herein shall prevent the Board of Trustees from making special appropriations at any meeting.

ARTICLE VII

SCIENTIFIC COUNCIL

1. Subject to the approval of the Executive Committee, the President shall appoint an Honorary Scientific Council composed of persons of international reputation in educational and scientific matters. Members of the Scientific Council shall serve during the pleasure of the Trustees and shall in case of resignation hold office until their successors are appointed.

2. The duties of the Scientific Council shall be to act collectively or individually as advisers to the President in matters referred to them pertaining to the scientific organization and general administration of the Institution. They shall approve of all honors to be conferred by the Institution in recognition of distinguished service to science.

3. The President of the Institution shall annually designate a Chairman of the Scientific Council. The members of the Council shall rotate in the office of Chairman in the order of their seniority in appointment. The Chairman may appoint a Vice-Chairman.

4. They may act individually, in person, by letter, or jointly by resolution.

ARTICLE VIII

SCIENTIFIC ORGANIZATION OF THE INSTITUTION

DEPARTMENTS OF THE INSTITUTION

1. Each department that may be under the direct control of the Institution, as the Biological Laboratory, the Aviary, the Gardens of

Acclimatization, etc., may have an officer in charge who shall be appointed by the President subject to the approval of the Executive Committee. He shall make his reports and be responsible to the President of the Institution.

2. The officers in charge of the various departments of the Institution shall have immediate supervision over the assistants in their departments and shall be responsible to the President for their work and conduct.

3. No officer in charge of any department or any employe of the Institution may officially address the Board of Trustees on affairs concerning himself, his work, or his department, except through the President of the Institution, or through the Executive Committee.

AFFILIATED INSTITUTIONS

1. Institutions affiliating with the Pacific Scientific Institution shall be addressed and recognized through their chief administrative officer or the Institution's proper representative. Affiliation may be effected by the acceptance by a majority vote of the governing bodies of both Institutions concerned of a written agreement in the form of a contract, detailing in general or specific terms the conditions mutually agreed upon that shall constitute the basis of such an affiliation.

HONORARY SCIENTIFIC STAFF

1. The President with such assistance and advice as may be necessary from the Scientific Council, will from time to time select a corps of specialists who shall form the Honorary Scientific Staff of the Institution. Persons thus appointed by the President to positions on the Staff of the Institution shall serve as the Honorary Curators of the Department of Inquiry in which they have distinguished themselves and shall be the head of their department in the Scientific Staff of the Institution. Their appointment and retirement shall be subject to the approval of the Executive Committee and in case of resignation they shall continue in office until their successors are appointed. They may receive an honorarium from the Institution as evidence of its appreciation of their services. They shall have general advisory supervision over the work, material, and publications of their respective departments. When feasible, they will be consulted in the selection of the curator's assistants and collectors who shall serve in their respective departments, and they will, when requested, prepare for the President as

full and comprehensive statements as circumstances will allow, covering the status of their departments with especial reference to the work proposed by the Institution in the Pacific Ocean.

ARTICLE IX

THE HONORS OF THE INSTITUTION

1. On recommendation of the President, accompanied by the written endorsement of not less than three-fourths of the members of the Honorary Scientific Council for the time being, the Board of Trustees may direct that the Institution take official recognition of any distinguished service to science.

2. Such recognition shall take the form of diplomas, medals, or any special form the Trustees may direct, but shall in every case be accompanied by a document which with other facts shall state the nature of the service the recipient has rendered to science, and shall bear such devices as may from time to time be agreed upon by the Trustees, and shall be signed by the President of the Institution, the Chairman and the Secretary of the Board of Trustees, the Chairman of the Scientific Council and such other members of the Institution as they may mutually agree upon.

3. In recognition of financial assistance given in trust to the Pacific Scientific Institution or any of its departments for the forwarding of its work, the Trustees shall, in accordance with the Charter of Incorporation of the Institution, establish and recognize the following classes of contributors:

(a) The person or persons contributing to the general establishment and maintenance of the Institution a sum sufficient in the judgment of the Trustees to establish the Institution, shall be known ever after as the **FOUNDERS** of the Pacific Scientific Institution.

(b) Persons or institutions making substantial contributions to the same general object at a later period, shall be styled the **BENEFACTORS** of the Pacific Scientific Institution.

(c) Persons or institutions providing from time to time the equipment of any one of the departments of the Institution to be established, and at the same time providing a sufficient endowment with which to maintain the

same for a period of not less than fifteen years, shall be credited as having ENDOWED the Institution.

(d) Persons or institutions, making endowments for especial purposes regarded by the Trustees as sufficient to carry out the purposes of the endowment for a period of not less than fifteen years, shall be designated as PATRONS of the Institution.

(e) Persons or institutions making cash contributions from time to time in amounts exceeding one thousand dollars, either to the Institution direct or towards the maintenance of work in any of its departments, shall become CONTRIBUTORS to the Institution.

4. In addition to the classes of contributors especially provided for in section three of this Article, the Trustees may from time to time recognize especial gifts in especial ways other than those prescribed in the by-laws; but it is particularly provided that the receipt of gifts of any nature or kind shall be officially acknowledged by the President on behalf of the Trustees of the Institution.

5. An Honor Roll, containing the names of all persons receiving the official honors of the Institution or entitled to recognition as Contributors to the welfare of the Institution as especially provided for in sections 1, 2 and 3 of this Article for any cause whatsoever, shall appear at least once a year in the publication of the Institution.

ARTICLE X

AMENDMENT OF BY-LAWS

1. These By-Laws may be amended at any annual, quarterly or special meeting of the Board of Trustees by a two-thirds vote of the members present, provided written notice of the proposed amendment shall have been served personally upon, or mailed to the usual address of, each member of the Board ten days prior to the meeting.

